

Exhibit 7.11

Management Compensation Plan

All Plan Exhibits are subject to all of the provisions of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030) (as subsequently modified or amended, the "Modified Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Modified Plan or any Exhibits thereto.

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Management Compensation Plan

The Management Compensation Plan contemplated by the Plan (both as it relates to Reorganized DPH Holdings and Parnassus) is expected to be materially different in scale and scope than the Management Compensation Plan contemplated by the Confirmed Plan, and will be modified to reflect the contemplated transactions in the Master Disposition Agreement which will result in the creation of a new private company for Delphi's operating businesses that are not being acquired by GM.

The Management Compensation Plan will be reflective of a private equity company, not a public company, including the absence of change-in-control agreements, equity designs which limit the use of equity and, in light of the current environment, the elimination of the emergence cash incentive awards previously approved by the Bankruptcy Court. Thus, pursuant to the contemplated transactions under the Master Disposition Agreement, the former Management Compensation Plan under the Confirmed Plan will be revised to reflect the covenants agreed to under the Master Disposition Agreement.

Compensation Programs for Parnassus. The Debtors and Parnassus have engaged in discussions on the various components of the Management Compensation Plan and final agreement will be made prior to the Effective Date. Although the composition of the Management Compensation Plan is not yet determined, pursuant to the Master Disposition Agreement, Parnassus has agreed to provide "substantially similar economic benefits" in the aggregate (but, excluding change-in-control agreements) to the directors, officers and employees as such compensation and benefit arrangements currently exist at Delphi.

GM Components Holdings, LLC. With respect to GM Components Holdings, LLC, under the Master Disposition Agreement it is contemplated that the transferred employees will become employees of GM Components.

Compensation Programs for Reorganized DPH Holdings. It is contemplated that Reorganized DPH Holdings will contract with an individual to act in a fiduciary capacity as an officer or authorized representative of Reorganized DPH Holdings. Management of Reorganized DPH Holdings is anticipated to be handled through a management services agreement with Parnassus, subject to oversight and material business decisions being made by Reorganized DPH Holdings. The contract with the officer or authorized representative of Reorganized DPH Holdings will provide for a term to expire at the earlier of three years from the Effective Date of the Plan, or until the operations of Reorganized DPH Holdings are completed, whichever occurs first. This individual will be an independent contractor who will receive an annual fee of \$250,000 with no benefits and a completion fee of \$100,000, payable at the completion of the term of the agreement.

Retention of the Debtors' Inactive Employees. It is contemplated that Reorganized DPH Holdings will retain the Debtors' inactive employees who will generally remain on Delphi's benefit plans as currently in effect and as they may be amended from time to time.

Specified Director, Officer and Employee Related Liabilities. The Master Disposition Agreement provides that prior to the Effective Date, Parnassus will take all actions necessary to enter into or assume (at Parnassus' sole discretion) the agreements, obtain insurance coverage and undertake or assume the obligations, in connection with the Specified Director, Officer and Employee Related Liabilities that in the aggregate provide substantially similar economic benefits to the applicable directors, officers and employees as they currently exist under existing agreements and policies with respect to Delphi's directors, officers and employees other than with respect to change in control agreements. Under the Master Disposition Agreement, the term "Specified Director, Officer and Employee Related Liabilities" generally means employment, incentive and benefit plans, agreements or policies with substantially all of Delphi's current executives who continue to be employed after the Effective Date and certain indemnification and director and officer insurance obligations covering directors, officers, and employees currently covered by such policies in existence as of the Effective Date.